

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

GPIF-I EQUITY CO., LTD. and
GPIF-I FINANCE CO., LTD.,

Plaintiffs,

V.

HDG MANSUR INVESTMENT SERVICES, INC.,
HDGM ADVISORY SERVICES, LLC, and
HAROLD D. GARRISON

Defendants.

Case No. 13 Civ 547 (CM)

DECLARATION OF HAROLD D. GARRISON

I, Harold D. Garrison, hereby declare as follows:

1. I am the Chairman and Chief Executive Officer of both HDG Mansur Investment Services, Inc. (“HDG Investment”), and HDGM Advisory Services, LLC, (“HDG Advisory,” together the “HDG Entities”) and have been since the inception of each entity. I make this declaration based upon the knowledge and information I have personally with respect to the matters contained herein.

2. HDG Investment was Fund Manager to GPIF-I Equity Co., Ltd. (“Equity Co.”) and GPIF-I Finance Co., Ltd. (“Finance Co” and together with “Equity Co.” the “Funds”). On or about September 20, 2002, HDG Investment entered into Fund Management Agreements (collectively, “the FMA”) with Equity Co. and Finance Co. respectively, which were identical in all material respects. The FMA contained a transition provision in the event that HDG Investment was terminated. Pursuant to Section 6.4.3 of the FMA, the Boards of Directors for the Funds could request that HDG Investment continue to provide its services for a 30-day transition period beginning from the effective date of termination.

3. At the meeting of the Boards of Directors of the Funds (the "Boards") on December 27, 2012, the Boards voted to terminate the HDG Entities as Fund Manager, effective January 2, 2013. During this meeting the Boards of Directors exercised its right under the FMA to keep HDG Investment on for the required 30-day transition period. The minutes from the December 27, 2012 Boards of Directors meeting are attached hereto as Exhibit 1.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed on October 30, 2013



Harold D. Garrison